

EXHIBIT D

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SPIEKER

PARTNERS

February 13, 2007

Attention: Frank Cohen
Blackhawk Parent LLC
c/o Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017

Via Facsimile (212) 455-2502 & Federal Express

Ladies and Gentlemen,

As referenced in my letter to you dated February 8, 2007 regarding the breach of my Tax Protection Agreement, and as more specifically described in Section 2(d) of Exhibit E-9 to the Third Amended and Restated Agreement of Limited Partnership ("the LP Agreement") of EOP Operating Limited Partnership ("the Partnership"), I hereby request that you provide sufficient information so that we may compute the damages due from the Partnership (including any Successor Partnership) to the Sale Restriction Partners.

Please provide the following items so that we may begin these computations:

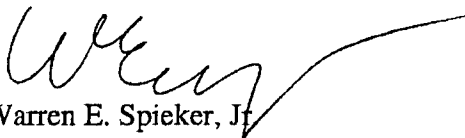
1. A schedule, or working papers, which illustrate the built-in-gain attributable to each Sale Restriction Partner (as identified on Schedule 1 to Exhibit E-9) for each Protected Property (as reflected on Schedule 2 to Exhibit E-9) and which further identifies the differences in the hands of the Partnership of each Protected Property as of July 2, 2001 between: (i) the fair market value ascribed by the EOP Parties to each Protected Property, and (ii) the carryover basis, for federal and state income tax purposes.
2. A schedule, or working papers, which illustrate the remaining built-in-gain attributable to each Sale Restriction Partner for each Protected Property as of February 8, 2007.
3. Schedules, or working papers, used to compute the allocations of depreciation on the Protected Properties to, and away from, the Sale Restriction Partners as contemplated under Section 704(c) of the Internal Revenue Code for the Partnership's tax years ended December 31, 2001 and for each succeeding tax year up to and through the date of the EOP-Blackstone Mergers. Please provide the information for the Partnership's tax years ended December 31, 2001 through December 31, 2005 as promptly as possible.

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4. Schedules, or working papers, which illustrate the capital accounts for each Sale Restriction Partner as maintained under Treasury Regulation 1.704-1(b)(2)(iv) for the tax years ended December 31, 2001 and for each succeeding tax year up to and through the date of the EOP-Blackstone Mergers. Please provide the information for the Partnership's tax years ended December 31, 2001 through December 31, 2005 as promptly as possible.

As a significant Sale Restriction Partner, I intend to negotiate this claim for damages in good faith, as stated in Section 2(d) of Exhibit E-9, with an eye towards resolving any disagreements that may exist before April 23, 2007.

Very respectfully,


Warren E. Spieker, Jr.

Copy: Mr. Stan Stevens (via fax to 312/454-0332 and Federal Express)
Ms. Alison S. Ressler, Sullivan & Cromwell LLP
Mr. Andrew Mason, Sullivan & Cromwell LLP